

ILANKAI THAMIL MANRAM FLORIDA, INC., BYLAWS

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ARTICLE 1. NAME, LOCATION AND OFFICES

1.01 Name. The name of this nonprofit shall be known as Ilankai Tamil Manram Florida, Inc., hereinafter referred to as “ITMF” or “the Manram.”

1.02 Registered Office and Agent. ITMF shall maintain a registered office in the State of Florida, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Florida Not for Profit Corporation Act, Chapter 617 Florida Statutes. The Board of Directors of the ITMF (hereinafter referred to as the “Board”) shall decide the location of the office. Should the ITMF not appoint an alternative registered agent, the registered agent of the ITMF shall be the Secretary of the ITMF.

ARTICLE 2. PURPOSES AND AUTHORITY

2.01 Not-for-profit Corporation. ITMF shall be organized and operated as a not-for-profit corporation under the provisions of the Florida Not for Profit Corporation Act.

2.02 Charitable, Religious, Educational, and Scientific Purposes. ITMF is a voluntary association of individuals the purposes of which, as set forth in the Articles of Incorporation, are exclusively charitable, religious, educational, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws. The mission of ITMF is the following:

- a) to establish and preserve a place to gather individuals belonging to the Tamil community across the state of Florida;
- b) to cultivate, promote, foster, and develop the advancement of knowledge in Tamil language, literature, and culture;
- c) to cultivate, promote, foster, and perpetuate a sense of common Tamil American identity among Tamil individuals in Florida based on Tamil heritage and ethos;
- d) to cultivate, promote, and foster the exchange of ideas and understanding between the Tamil community and other cultures;
- e) to encourage interaction between the elderly of the Florida Tamil community and the youth of the Tamil community;

f) to raise awareness of issues affecting the Florida Tamil community such as health concerns, economic ventures, and cultural events; and

g) to promote and act upon charitable causes directly concerning the welfare of the Tamil community in Florida, North America, and throughout the world.

2.03 Governing Instruments. ITMF shall be governed by its Articles of Incorporation and its Bylaws.

2.04 Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, member, or representative of ITMF shall take any action or carry on any activity by or on behalf of the ITMF not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. ITMF may not be an action organization in that it may not:

a) attempt to influence legislation as a substantial part of its activities, nor

b) participate in any campaign activity for or against political candidates.

2.05 In Writing. For the purposes of these bylaws, unless otherwise specified, the terms “in writing” shall be defined as a writing that is either:

a) physically written on paper and signed by a specific member;

b) electronically written in an email originating from an email address officially registered with the ITMF as belonging to a specific member;

c) electronically written in a text message originating from a cell phone number officially registered with the ITMF as belonging to a specific member;

d) electronically written in a messaging application approved by the ITMF, including but not limited to WhatsApp, and originating with an account or cell phone number officially registered with the ITMF as belonging to a specific member;

ARTICLE 3. MEMBERSHIP

3.01 Member in Good Standing. A member in good standing is defined as an individual or household which has completed a request for membership with the Board, has been approved by

the Board for membership, and has made full payment to the Board of the annual membership dues required for their type of membership.

3.02 Types of Membership and Dues Required. An approved applicant for membership in the ITMF shall submit timely payment to the ITMF of membership dues based upon their entry into the ITMF under the following categories:

a) **Family/Household Membership:** a single household (defined as family members residing at the same address) shall pay an annual membership fee of 100 USD, which shall extend membership in the ITMF to all members of that household (each member of household must be registered with the Manram); and

b) **Individual Senior/Student Membership:** an individual senior citizen or student who is the only member of their household shall pay an annual membership fee of 50 USD, which shall extend membership in the ITMF to that individual alone.

3.03 Amendment of Dues. Any alteration of the amount of membership dues required for any category of membership may be proposed by the Board and shall take effect upon approval by a two-thirds (2/3) majority vote of the members.

3.04 Refund of Dues. Membership dues are non-refundable.

3.05 Voting. Where a vote of the members is required for approval of a measure by the ITMF, such voting must take place via email which members have registered with the Manram unless otherwise specified by the Board. The voting rights of the members in good standing of the ITMF shall be distributed according to the type of membership as follows:

a) **Family/Household Membership:** a single household holding membership in good standing with the ITMF which has only one individual registered with the ITMF is allocated one (1) vote. A single household holding membership in good standing with the ITMF and having at least two individuals registered with the ITMF is automatically allocated two (2) votes per household membership, and a third vote may be allocated upon the registration of a third member of the same household with the ITMF under that membership who will exercise the third vote, but a single household may not be allocated more than three (3) votes per household; and

b) **Individual Senior/Student Membership:** an individual senior citizen or student holding membership in good standing with the ITMF is allocated a single vote.

3.06 Membership Duration. Membership in the ITMF is for the period of one (1) calendar year, beginning on January 1 of the given year and ending on December 31 of the same year. The fee for a membership period is fixed and shall not be prorated.

3.07 Revocation of Membership. Membership in the ITMF may be revoked by the Board for reasons including but not limited to:

- a) lack of timely payment of membership dues; or
- b) actions detrimental to the interests of the ITMF.

ARTICLE 4. OFFICERS

4.01 Number and Titles. The mandatory Officers of ITMF shall be a President, Vice-President, Secretary, and Treasurer. The Board may also appoint Assistants and such other Officers as it deems expedient for the proper conduct of the business of the ITMF, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. Each Officer may hold only one office.

4.02 Election/Appointment. Prior to the end of the current Officers' term, the succeeding Officers of the ITMF shall be nominated by the current Board, and notice of the nomination must be provided in writing to the members of the ITMF at least thirty (30) days before appointment of nominated officers. Members of the ITMF in good standing may challenge any nomination by providing the name of an alternative nominee who has freely given consent to stand as a challenger. If there is no challenge to the nomination during the thirty (30) days after notice is provided, the Board shall appoint the nominated officers as Officers of the ITMF. If the nomination of any officer is challenged by any member of the ITMF in good standing, the nomination must instead be voted upon by the members and approved by a vote of two-thirds (2/3) of the members in good standing prior to appointment of the officer by the Board.

4.03 Term. All Officers of the ITMF shall serve a term of two (2) years beginning on January 1 and ending on December 31 of the succeeding year, except where circumstances require the resignation/removal of an Officer or the appointment of an additional Officer in the middle of a term.

4.04 Resignation. Any Officer may resign by submitting written or oral notice of resignation to the Chairperson or a member of the Board. The resignation notice must include the reason for the resignation. Unless otherwise specified by the Board, such resignation will take effect upon receipt by the Board or any Director.

4.05 Removal. The Board of Directors may remove an Officer by a vote of two-thirds (2/3) of the Board.

4.06 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term by a unanimous vote of the Board.

ARTICLE 5. DUTIES OF THE OFFICERS

5.01 President. The President shall be the chief volunteer officer of the corporation. The President shall lead the Board in performing its duties and responsibilities. The President shall:

- a) serve as Chairperson of the Board;
- b) call and preside at all meetings of the ITMF and all meetings of the Board;
- c) appoint, or delegate authority to appoint, members to such ITMF Committees as authorized by the Board;
- d) sign all documents in the name and on behalf of the ITMF;
- e) ensure that all activities of the ITMF are properly conducted;
- f) assign the responsibilities of any Officer, in their temporary absence, to other Officers or members of the Board as necessary;
- g) perform any duties which may be assigned to them from time to time by the Board;
- h) enforce the Bylaws of the ITMF; and
- i) perform all other usual functions as the Chief Executive of the ITMF.

5.02 Vice President. The Vice President shall assist the President in their duties. The Vice President shall:

- a) perform any duties which may be assigned to them by the Board;

b) in the absence of the President, perform the duties of the President, and have all the legal powers of and be subject to all the restrictions upon the president; and

c) should the office of the President fall vacant mid-term, take over the role and title of President for the remainder of the term.

5.03 Secretary. The Secretary shall oversee recordkeeping for the ITMF except for those records under the jurisdiction of the Treasurer. The Secretary shall:

a) operate under the general direction of the President or a majority of the Board;

b) send or cause notice to be given of all meetings of the Board to all Directors;

c) keep or cause to be kept a book of minutes of all meetings and actions of the Board, which shall state the time and place it was held and such other information as shall be necessary;

d) attend to all correspondences to the ITMF and present the same to the Board at its meetings;

e) hold, preserve, and be the custodian of all office records, papers, minutes, registers, books, correspondence, and documents of the ITMF other than those under the jurisdiction of the Treasurer;

f) maintain a current membership database, including email addresses and other contact information of ITMF members;

g) send or cause notice to be given of all ITMF meetings to the ITMF membership;

h) renew any licenses or file any certificates as required by any statute, federal or state;

i) provide for the safekeeping of the corporate seal, if any; and

j) perform any other duties that may be assigned to them by the Board.

5.04 Treasurer. The Treasurer shall be the lead director for oversight of the financial condition and affairs of the ITMF. The Treasurer shall:

- a) collect all dues, contributions, donations, and receive all monies belonging to the ITMF and give a receipt thereof;
- b) in conjunction with the secretary, maintain records regarding which ITMF applicants are members in good standing;
- c) deposit all funds in a bank or trust company approved by the Board in a timely manner;
- d) pay all taxes, interest, and amortization on debt owed by the ITMF in the order mentioned;
- e) pay all bills contracted by the ITMF or its authorized representatives, except that disbursements in excess of the limit for contingent expenses require approval by the Board;
- f) make other disbursements as directed and approved by the Board;
- g) keep and maintain accurate record of all financial transactions and properties as well as all assets and liabilities, receipts and disbursement vouchers, and all other financial records and accounts of the ITMF;
- h) present a current financial report, including an account of major transactions and the financial condition of the ITMF, at each Board meeting;
- i) ensure any financial filings required by the Internal Revenue Service are completed and filed in a timely manner; and
- j) perform any other duties that may be assigned to them by the Board.

5.05 General Duties. Duties which may be performed by any duly appointed Officers are as follows but not limited to:

- a) renting or leasing properties for conducting ITMF events;
- b) planning and overseeing provision of decor, entertainment, and cuisine for ITMF events;
- c) maintaining the ITMF website and any social media presence as authorized by the Board;

d) soliciting funds and donations for activities that will support the purpose and mission of the ITMF; and

e) receiving memberships, voluntary contributions, gifts, and bequests to be devoted to such purposes to the full extent to which they may be authorized.

5.06 Delegation of Duties. In the absence or disability of any ITMF Officer for any reason deemed sufficient by the Board, the Board may temporarily delegate their powers or duties to any other Officer or to any other member of the Board.

ARTICLE 6. BOARD OF DIRECTORS

6.01 Number of Directors. ITMF shall have a Board of Directors (“Board”) consisting of at least three (3) and no more than ten (10) Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board. Of these, all Officers of ITMF shall be appointed as Directors of the Board.

6.02 Powers. All corporate legal powers shall be exercised by or under the authority of the Board and the affairs of ITMF shall be managed under the direction of the Board, except as otherwise provided by law. It shall be the duty of the Board to carry out the objectives of the Manaram according to the Articles of Incorporation and to make and enforce such rules and regulations as required.

6.03 Board Membership. Apart from the Officers, which are automatically appointed to the Board under Bylaw 6.01, all additional Directors shall be either appointed by the Board or elected via a process to be determined by the Board.

6.04 Qualifications. A Director of the Board must be:

- a) a member in good standing of the ITMF;
- b) no younger than eighteen (18) years of age; and
- c) willing and capable of fulfilling their assigned responsibilities, as defined by the Board.

6.04 Chairperson. The President of the ITMF shall act as the Chairperson of the Board of Directors.

6.05 Terms. Apart from the Officers, all other Directors shall serve a one (1) year term considered to begin January 1 and end December 31 of the same year, except where circumstances require the resignation/removal of a Director or the appointment of an additional Director in the middle of a term.

6.06 Resignation. Any Director may resign by submitting written or oral notice of resignation to the Chair or a member of the Board. Unless otherwise specified by the Board, such resignation will take effect upon receipt by the Board or any such Director.

6.07 Removal. A Director may be removed by a two-thirds (2/3) majority vote of the Directors then in office, if:

a) the Director is absent and unexcused from three or more consecutive Board meetings (the Chairperson is empowered to excuse directors from attendance for a reason deemed adequate by the Chairperson);

b) the Director has taken actions detrimental to the interests of the ITMF; or

c) the Director has acted in a manner that violated the ITMF Articles of Incorporation or Bylaws.

6.08 Vacancies. The Board may fill vacancies due to expiration of a Director's term of office, resignation, death, or removal of a Director, either by appointment by the Board or by election in a manner to be determined by the Board.

6.09 Compensation for Directors for Services. Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses.

6.10 Compensation for Directors for Professional Services. Directors are not restricted from being remunerated for professional services provided to the ITMF. Such remuneration shall be reasonable and fair to the ITMF and must be reviewed in accordance with any Conflict of Interest policy and state law.

ARTICLE 7. MEETINGS OF THE BOARD OF DIRECTORS

7.01 Place of Meetings. In-person meetings of the Board may be held at such a place within the State of Florida as determined by the Board and stated in the notice of the meeting.

Teleconference or virtual meetings of the Board may be held utilizing a method or application to be determined by the Board.

7.02 Meetings Notice. Meetings of the Board shall be called by the Chairperson. Notice of the time, place, and purpose of any Board meeting shall be given to Board members at least 24 hours prior to the meeting.

7.03 Regular Meetings. The Board shall have a minimum of four (4) regular meetings each calendar year, each one prior to one of the four required ITMF events detailed in Article 8.03 and for the express purpose of planning for each event, at times and places fixed by the Board. Attendance of Directors at regular meetings is mandatory unless granted special dispensation by the Chairperson.

7.04 Special Meetings. The Chairperson may call any number of special meetings for the purposes of furthering the goals and interests of the ITMF. Attendance of Directors at special meetings may be waived by the Chairperson for any reason.

7.05 Agenda. Agenda for the Board meeting shall be prepared by the Chairperson and notice thereof shall be sent to all Directors prior to the meeting.

7.06 Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

7.07 Quorum. The presence of all duly-appointed Officers shall constitute a quorum at any regular or special meeting of the Board.

7.08 Voting. Except as otherwise required by law or by the Articles of Incorporation, the vote of two-thirds (2/3) majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board. On the occasion that Directors are unable to make a decision based on the number of votes (a tie), the President or the Vice President in order of presence shall have the power to swing the vote based on their discretion.

7.09 Action by Board Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, including electronic communications, setting forth the action so taken is approved by a majority of the members of the Board. Documentation of the action shall be included in minutes and shall be placed in ITMF records.

ARTICLE 8. GENERAL MEMBER EVENTS

8.01 Place of Events. General member events shall be held at such a place within the State of Florida as determined by the Board and stated in due notice to the members of the ITMF.

8.02 Events Notice. The Board of the ITMF shall provide due notice to the general members as to the time, place and purpose of any ITMF general member events at least two (2) weeks prior to the event.

8.03 Mandatory Events. The ITMF Board shall plan, budget for, organize, and conduct at least four (4) events for the general members which further the charitable, religious, educational, or scientific purposes of the ITMF as stated in the Articles of Incorporation and the Article 2.02 of the Bylaws. The mandatory events must abide by the requirements for a not for profit corporation as detailed by Section 501(c)(3) of the Internal Revenue Code. The events shall be held on a roughly quarterly basis over the calendar year. The individual purpose of each event shall be decided by resolution of the Board at the beginning of each calendar year.

8.04 Discretionary Events. The ITMF Board has the discretion to plan, budget for, organize, and conduct additional events for the general members which further the purposes of the ITMF beyond the mandatory events required in Article 8.03. Discretionary events may be approved by a resolution of the Board for the particular individual events, and must be funded outside of the budget prepared for the mandatory events required in Article 8.03. Discretionary events must abide by the requirements for a not for profit corporation as detailed by Section 501(c)(3) of the Internal Revenue Code.

8.05 Member Participation. The ITMF Board shall provide a method for the membership to indicate participation in individual events prior to the event for the purposes of estimating attendance.

8.06 Non-member Participation. The ITMF Board shall designate an individual fee requirement for the attendance of individuals who are not members in good standing of the ITMF at any events conducted by the ITMF. The amount of the non-member event fee per event shall be decided by a resolution of the Board.

ARTICLE 9. MANAGEMENT OF FUNDS

9.01 Authority Over Funds. The Board is vested with the authority in managing ITMF funds as in Article 6.02, and the Board, in the discharge of its duties, shall exercise its authority in managing the funds and operating the ITMF bank account.

9.02 Accounts. Any account by or on behalf of the ITMF shall be opened only upon the written approval of the Board by a two-thirds (2/3) majority vote of the Board. The bank, trust company, or other depository in which the ITMF's account is opened and maintained must be an insured depository. The money in the ITMF account shall be used for organizing ITMF programs, functions, meetings, seminars, lectures, elections, and other incidental expenses.

9.03 Deposits. All funds of the ITMF not otherwise employed shall be deposited to the credit of the ITMF in such banks, trust companies, or other depository as the Board may select within thirty days of receipt by the ITMF.

9.04 Checks, Drafts, Notes, etc. All checks, drafts, or other order for payment of money, notes, or other evidences of indebtedness issued in the name of the ITMF for less than 5000 USD, shall be signed either by the Treasurer or any other Director who is an authorized signatory accepted by the financial institution in which the ITMF has deposited funds. Any instrument for payment for 5000 USD or more issued in the name of the ITMF must be signed by both the Treasurer and any other Director who is an authorized signatory upon approval by the President or an Officer designated by the President.

9.05 Loans. No loans shall be contracted on behalf of the ITMF.

9.06 Financial Statements. The Treasurer is accountable for the income and expenses of the ITMF. The monthly statements from any financial institution in which an ITMF account is maintained should be accessible to the Treasurer and provided for review by the Board. The Treasurer shall submit the financial statement of the ITMF to the Board on a quarterly basis for each fiscal year.

9.07 Tax-exempt Filings. Any financial filings required in order to maintain the status of the ITMF as a publicly supported organization to qualify for exemption from income tax pursuant to section 501(c)(3) of the Internal Revenue Code shall be filed by the Treasurer.

ARTICLE 10. CONTRACTS

10.01 Contracts. The Board may authorize any Officer or Director of the ITMF to enter into any contract or execute and deliver any instrument in the name and on behalf of the ITMF. Such authority must be in writing and be confined to specific instances.

ARTICLE 11. BOOKS, RECORDS, AND DOCUMENT RETENTION

11.01 Books and Records. ITMF shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of all members of the Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by Officers of the ITMF. In addition, the corporation shall keep a copy of the ITMF's Articles of Incorporation and Bylaws as amended to date.

11.02 Availability of Records. The Secretary shall make available, upon request, copies of the minutes of any Board meeting to any member in good standing. All books and records of the ITMF may be inspected upon request of any member in good standing.

11.03 Donor Records. No donor records shall be made available to any other person outside the ITMF except the authorized governmental agencies. Within the ITMF, donor records shall be made available only to those Officers or Directors with responsibility for dealing with those donors, except that donor records shall be made available to the Board when requested.

11.04 Fiscal Year. The fiscal year of the ITMF shall be from January 1 to December 31 of each calendar year.

11.05 Corporate Documents. Corporate records, including the ITMF's Articles of Incorporation, Bylaws, IRS Form 1023, and Application for Tax Exemption, shall be retained permanently. IRS Form 1023 shall be available for public inspection upon request as required by IRS regulations and set forth in these Bylaws.

11.06 Tax Records. Documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the ITMF's revenues should be retained for at least seven years from the date of filing the applicable tax forms.

11.07 Board Materials. Board meeting minutes should be retained in perpetuity in the ITMF's minute book. A clean copy of all other Board materials should be kept for no less than three (3) years by the ITMF.

11.08 Contracts. Final, execution copies of all contracts entered into by the ITMF should be retained for at least three years beyond the life of the agreement.

11.09 Banking and Accounting. Bank reconciliations, bank statements, deposit slips and checks should be kept for three years.

ARTICLE 12. NOT FOR PROFIT OPERATION

12.1 Operation. ITMF will not have or issue shares of stock. No dividends will be paid and no member of ITMF has any vested right, interest, or privilege in or to the assets, property, functions or activities of the ITMF.

12.2 Tax Exempt Status. The affairs of the ITMF at all times shall be conducted in such a manner as to assure its status as a publicly supported organization to qualify for exemption from income tax pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE 13. AMENDMENTS OF THE ARTICLES OF INCORPORATION AND BYLAWS

13.01 Amendments to the Articles of Incorporation. Any amendment to the Articles of Incorporation may be adopted by a vote of approval of three-fourths (3/4) of the members in good standing.

13.02 Power to Amend Bylaws. The Board shall have the power to alter, amend or repeal these Bylaws as provided in these Bylaws.

13.03 Proposal for Amendments to the Bylaws. Any Director may propose any amendment to the Bylaws. To be submitted for consideration, the proposal must be approved by two-thirds (2/3) of the Board.

13.04 Notice of Proposed Amendments to the Bylaws. An approved proposal for an amendment to the Bylaws shall be circulated to the ITMF's general member body for at least two (2) weeks prior to any further action.

13.05 Passage of Amendments to the Bylaws. After approval of proposal and notice has been duly provided, these Bylaws may be amended, altered, repealed, or restated by a vote of three-fourths (3/4) of Directors then in office at a meeting of the Board, provided the following:

a) no amendment shall be made to these Bylaws that would cause the corporation to cease to qualify as a tax exempt corporation under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code;

b) an amendment does not affect the voting rights of the Directors; and

- c) all amendments are consistent with the Articles of Incorporation.

13.06 Effective Date of Amendment. The amendments to the Bylaws that are passed shall become effective immediately unless otherwise indicated in writing in the resolution by which the amendment is passed.

ARTICLE 14. RESOLUTIONS OF THE BOARD

14.01 Purpose. The Board shall have the authority to draft and pass resolutions in order to clarify actions which may require more guidance than presented in the Articles of Incorporation or the Bylaws or to direct an action which is not raised in the Articles of Incorporation or the Bylaws, so long as said actions do not violate the Articles of Incorporation or the Bylaws. Resolutions are intended to supplement but not replace any applicable Articles of Incorporation, Bylaws, state laws or federal laws.

14.02 Power to Pass Resolutions of the Board. The Board shall have the power to propose, pass, or revoke any resolution of the Board.

14.03 Proposal for Resolution of the Board. Any Director may propose in writing a resolution of the Board. Said proposal must include:

- a) the name of the ITMF and state of incorporation;
- b) date, time, and location of the Board meeting where the resolution is to be discussed and voted on;
- c) a clear title stating the purpose of the resolution;
- d) an explanation of the background and reasons for the resolution; and
- e) a clear statement of the action or decision the Board intends to take.

14.04 Notice of a Proposal for Resolution of the Board. Notice must be given to the members of the ITMF of a proposal for resolution of the Board and its content at least 2 weeks prior to a Board meeting at which the resolution shall be voted upon.

14.05 Passage of a Resolution of the Board. A proposal for a resolution of the Board must be raised at a Board meeting at which a quorum is present. Following a discussion of the

resolution, a vote of the Directors present at the Board meeting regarding the resolution shall be held. If passed by two-thirds (2/3) of the Directors then in office, the proposal for a resolution shall be finalized and shall be amended to include:

- a) a statement that the Directors consent to the resolution and if not unanimously approved, a breakdown of how each Director voted;
- b) signature lines for relevant Directors to sign and date document

14.06 Recording. A copy of the approved and signed resolution of the Board shall be maintained in the corporate records by the Secretary.

ARTICLE 15. CONFLICT OF INTEREST POLICY

15.01 Purpose. The purpose of the Conflict of Interest Policy is to protect the ITMF's interest when contemplating entering into a transaction or arrangement that might improperly benefit the private interest of an Officer or Director of the ITMF. This Policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable for not for profit corporations.

15.02 Adoption of Policy. The Board shall draft and adopt a Conflict of Interest Policy, to be updated, reviewed and signed by Directors annually to ensure ongoing compliance and transparency.

ARTICLE 16. INDEMNIFICATION

16.01 Indemnification. ITMF may indemnify each Officer and Director to the full extent permitted by the Florida Business Corporation Act and the Florida Not for Profit Corporation Act.

16.02 Mandatory Indemnification. ITMF shall indemnify an Officer, Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which they were a party because they are or were an Officer or Director of the ITMF against reasonable expenses incurred by them in connection with the proceedings.

16.03 Permissible Indemnification. ITMF may in its discretion indemnify an Officer, Director, or former Director made party to a proceeding because they are or were an Officer or Director of the ITMF, against reasonable expenses incurred in connection with the proceeding, if:

- a) the individual's conduct was in good faith;
- b) the individual reasonably believed that the individual's conduct was in, or not opposed to, the ITMF's best interests; and
- c) in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

16.04 Advances of Costs and Expenses. ITMF may in its discretion pay for reasonable expenses incurred by an Officer, Director, or former Director (in defending a civil or criminal action, suit, or proceeding) who is party to a proceeding in advance of the final disposition of the proceeding, as authorized by the Board in the specific case, if:

- a) the individual furnishes the ITMF a written affirmation of the individual's good faith belief that the individual has met the applicable standard of conduct as described above in Article 14.03;
- b) the individual furnishes the ITMF a written undertaking, executed personally or on the individual's behalf, to repay the advance unless it is ultimately determined that they are entitled to be indemnified by ITMF in these Bylaws; and
- c) a determination is made that the facts then known to those making the determination would not preclude indemnification.

16.05 Limitation on Indemnification. Notwithstanding any other provision of these Bylaws, except as otherwise provided by law, the ITMF shall not indemnify any individual in any manner or to any extent that would jeopardize or be inconsistent with qualification of the ITMF as an organization described in Section 501(c)(3) of the Internal Revenue Code.

16.06 Limitation on Liability. Directors and Officers of the ITMF shall not be liable to the ITMF for monetary damages for any action taken or any failure to take action as a Director or Officer.

ARTICLE 17. COUNTER-TERRORISM AND DUE DILIGENCE POLICY

17.01 Contributions to Other Organizations. In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, ITMF shall stipulate how the funds will

be used and shall require the recipient to provide the ITMF with detailed records and financial proof of how the funds were utilized.

17.02 Federal Guidelines. Although adherence and compliance with the U.S. Department of the Treasury's publication the "Voluntary Best Practices for U.S.-Based Charities" is not mandatory, ITMF willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks. ITMF shall also comply and put into practice the federal guidelines, suggestions, laws, and limitations set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE 18. REPORTING GRIEVANCES OR VIOLATIONS

18.01 Purpose. ITMF requires and encourages members, Officers, and Directors to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities, and to comply with all applicable laws and regulations. The ITMF shall resolve any dissent and complaints in a healthy and productive manner.

18.02 Reporting Violations. If any member, Officer, or Director reasonably believes that some policy, practice, or activity of ITMF is in violation of federal or state law, the ITMF Articles of Incorporation, or the ITMF Bylaws, a written and signed complaint must be filed by that person with the Board within thirty (30) days of the occurrence of the subject matter of the complaint.

18.03 Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

18.04 Retaliation. Anyone filing a complaint concerning a violation or suspected violation is protected from retaliation only if they bring the alleged unlawful activity, policy, or practice to the attention of the ITMF and provide the ITMF with a reasonable opportunity to investigate and correct the alleged unlawful activity. ITMF shall not retaliate against any member, Officer, or Director who disclose or threaten to disclose to a public body any activity, policy, or practice of ITMF that the individual reasonably believes is in violation of a law, rule, or regulation

mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

18.05 Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

18.06 Receipt of Reported Violations. The Board shall notify the sender and acknowledge receipt of the reported violation or suspected violation within two (2) weeks.

18.07 Handling of Reported Violations. The Board may investigate any reported violations itself or may appoint a Grievance Committee to investigate and handle reported violations. A Grievance Committee shall consist of at least five (5) ITMF members. All reports shall be promptly investigated by the Board or the Grievance Committee and appropriate corrective action shall be taken if warranted by the investigation.

18.08 Complaint Resolution. Resolution of complaints shall be communicated to the complainant and any parties implicated in the complaint in writing from the Board. Penalties which may be imposed against accused parties found to have violated federal or state law, ITMF Articles of Incorporation, or ITMF Bylaws may include but are not limited to:

- a) a public warning or censure;
- b) suspension of ITMF membership;
- c) removal from ITMF Office or Board; or
- d) termination of ITMF membership.

18.09 Suspension or Termination of ITMF Membership. Upon finding of a confirmed violation, the Board may suspend or terminate membership of the accused party by a unanimous vote of the Board when the Board determines that the member is hindering and/or not performing the duties of the ITMF or the member's conduct is detrimental to the objectives or interests of the ITMF. Upon consideration of suspension or revocation of ITMF membership, the Board must:

- a) notify the concerned member in writing at least fourteen (14) days prior to the meeting of the Board at which such action will be considered;

b) provide the concerned member with written notice of the general nature of the reasons for which such action may be taken; and

c) permit the accused member to present argument against suspension or termination of membership in writing at least fourteen (14) days prior to the day of the meeting;

18.10 Recourse. If a member judged in violation of federal or state law, ITMF Articles of Incorporation, or ITMF Bylaws is not satisfied with the resolution proposed by the decision of the Board and would like to reconsider the issue, the concerned party may contact the Board in writing within four (4) weeks after the decision of the Board with any documentary evidence and request the Board to review the issue.

18.11 Overturning a Resolution. If, upon review, the ITMF finds the judgment of violation to be in error or the resolution to be improper, the Board may overturn the resolution by a unanimous vote of the Board.

ARTICLE 19. DISSOLUTION

19.01 Motion to Consider Dissolution. A motion to consider dissolution of the ITMF must be petitioned in writing to the Board by not less than two-thirds (2/3) of the members of the ITMF in good standing. The Board shall circulate the petition to all members within seven (7) days of receipt of the petition.

19.02 Voting on Dissolution. A vote of the membership of ITMF on the dissolution of the ITMF will be held thirty (30) days after receipt of the petition. Members of the ITMF in good standing must submit their vote to the Board in writing within thirty (30) days of declaration of the vote by the Board. To pass, no less than three-quarters (3/4) of the members of the ITMF in good standing must vote in favor of dissolution.

19.03 Assets. Upon dissolution of the ITMF, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. The distribution of ITMF assets shall be selected in the discretion of a majority of the Board, and if the Directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the ITMF by one or more Directors which verified petition shall contain such statements as reasonably indicate the applicability of this section. In the event the court shall find that this section is applicable but there is no qualifying organization known to it which has a charitable purpose which, at least generally, includes a purpose similar

to the ITMF, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned certifies that the above stated Bylaws of Ilankai Tamil Manram Florida, Inc., were approved by the Ilankai Tamil Manram Florida, Inc., Board of Directors on 12/01/2025 and constitute a complete and correct copy of the presently effective bylaws of the Ilankai Tamil Manram Florida, Inc.



Angela Anthony, Secretary

Date: 12/01/2025